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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

ENTERTAINMENT SOUTH, Inc.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 2, 1999

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ARTICLES OF INCORPORATION FOR
ENTERTAINMENT SOUTH, INC.,
A NON PROFIT CORPORATION OF FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation of the ENTERTAINMENT SOUTH, INC.

ARTICLE I: NAME

The name of this corporation shall be ENTERTAINMENT SOUTH, INC. and its principal office shall be at 6725 South U.S. Highway #1, Port St. Lucie, County of St. Lucie, and State of Florida and or other future addresses as determined by the corporation.

ARTICLE II: PURPOSE

The general purpose and objectives of this corporation shall be:

1. Civic and Social Endeavors

ARTICLE III: USE OF INCOME

All revenue, income and money received from the conduct of the corporation is to be used, and employed in educational or benevolent work. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

ARTICLE IV: POWERS

The corporation is to have the power to do any and all things necessary or expedient for carrying out the stated purpose and objectives of the corporation and, in general, to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida. To acquire, either by gift or purchase, and to hold, own, sell, mortgage or encumber in any manner, lease and improve real estate and personal property for itself and others either as trustee or otherwise, as the corporation shall require and not for monetary profit. In addition to any other powers herein provided, this corporation shall have those powers enumerated and set forth in Section 617.0302, Florida Statutes.

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ARTICLE V: MEMBERS

The membership of this corporation shall consist of persons as from time to time hereafter may become members in the manner provided in the Bylaws.

ARTICLE VI: DIRECTORS

The affairs of this corporation shall be overseen by the Directors. The minimum number of Directors shall be three (3). The Directors shall be elected and hold office in accordance with the Bylaws. The name and address of the initial Directors are as follows:

1. Mike Cannon, 8677 Marlamoore Lane, West Palm Beach, FL 33412
2. Deborah Cannon, 8677 Marlamoore Lane, West Palm Beach, FL 33412
3. Tare Kennedy, 8677 Marlamoore Lane, West Palm Beach, FL 33412

ARTICLE VII: NAME OF INCORPORATOR

The name and the street address of the incorporator for these articles of incorporation is:

Mike Cannon, 8677 Marlamoore Lane, West Palm Beach, FL 33412

ARTICLE VIII: MEETINGS

The annual meeting of the members shall be held as provided in the Bylaws. The corporation may provide in its Bylaws for the holding of additional meetings, and shall provide for notice of all such meetings. The members necessary to constitute a quorum for the holding of any business meetings shall be determined in the Bylaws.

ARTICLE IX: DISSOLUTION OF CORPORATION

The corporation may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of the Directors.

ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation to such organization or organizations operated for similar purposes as shall, as the Directors shall determine.

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ARTICLE XI: RACIAL NONDISCRIMINATION

This corporation shall have a racially nondiscriminatory policy, and therefore shall not discriminate against members, applicants, students, and others on the basis of race, color, or national or ethnic origin.

ARTICLE XII: POLITICAL ACTIVITY

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XIII: INDEMNIFICATION

Every Director and every Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding or any settlement of any proceeding in which they may be a part, or to which they may become involved by reason of their being or having been a Director or Officer, excluding illegal acts or grossly negligent conduct, at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XIV: AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION

The Bylaws of the Corporation and these Articles of Incorporation may be altered, changed, or amended by the Directors at any regular meeting called for that purpose, provided that proper notice, as defined in the bylaws, has been given. All such proposed alterations, changes, or amendments to the Bylaws or to the Articles of Incorporation must receive the affirmative vote of two-thirds (2/3) of the Directors present and voting at such meeting. Amendments to the Articles of Incorporation, when approved by the Directors, must also be forwarded to, filed and approved by the Secretary of State of Florida before the same shall become effective.

ARTICLE XV: REGISTERED AGENT

The Agent for service of process is Mike Cannon. The registered office for service of process is 6725 South U.S. Highway #1, Port St. Lucie, FL 34952-1408.

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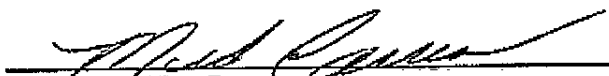
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EXECUTION OF THESE ARTICLES OF INCORPORATION:

The undersigned incorporator has executed these Articles of Incorporation this 6 day of July, 1999.

Signature of Incorporator:


Mike Cannon

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent in the state of Florida:

1. The name of the corporation is:

ENTERTAINMENT SOUTH, INC.


2. The name and address of the registered agent and office is:

Mike Cannon, 6725 South U.S. Highway #1, Port St. Lucie, FL

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Signature of Registered Agent:


Mike CannonSECRETARY OF STATE
TALLAHASSEE, FLORIDA

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State Of FLORIDA
County Of PALM BEACH COUNTY

On the 6th day of July, 1999, Mike Cannon, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation.

(NOTARY SEAL)

Michelle D. Kocik

Notary Public

cannon/art-inc.non



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